

SECURITIES AND EXCHANGE COMMISSION

FORM D/A

Official notice of an offering of securities that is made without registration under the Securities Act in reliance on an exemption provided by Regulation D and Section 4(6) under the Act.
[amend]

Filing Date: **2013-03-19**
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(HTML Version on secdatabase.com)

FILER

TCM MPS SERIES FUND LP/Crossways Series, Partners Series, Lincoln Series & Counterweight I Series

CIK: [1422826](#) | IRS No.: **000000000** | State of Incorporation: **DE**
Type: **D/A** | Act: **33** | File No.: **021-112700** | Film No.: **13700133**

Mailing Address
*777 WESTCHESTER
AVENUE
SUITE 203
WHITE PLAINS NY 10604*

Business Address
*777 WESTCHESTER
AVENUE
SUITE 203
WHITE PLAINS NY 10604
914-694-5777*

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	June 30, 2012
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)	Previous Name(s) <input type="checkbox"/> None	Entity Type
0001422826	TCM Crossways Fund LP	<input type="checkbox"/> Corporation
Name of Issuer	TCM MPS SERIES FUND LP/ Crossways Series & Distressed Series	<input checked="" type="checkbox"/> Limited Partnership
TCM MPS SERIES FUND LP/ Crossways Series, Partners Series, Lincoln Series & Counterweight I Series	TCM MPS SERIES FUND LP	<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/ Organization		<input type="checkbox"/> General Partnership
DELAWARE		<input type="checkbox"/> Business Trust
Year of Incorporation/Organization		<input type="checkbox"/> Other
<input checked="" type="checkbox"/> Over Five Years Ago		
<input type="checkbox"/> Within Last Five Years (Specify Year)		
<input type="checkbox"/> Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer	TCM MPS SERIES FUND LP/Crossways Series, Partners Series, Lincoln Series & Counterweight I Series		
Street Address 1	777 WESTCHESTER AVENUE		Street Address 2
			SUITE 203
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
WHITE PLAINS	NEW YORK	10604	914-694-5777

3. Related Persons

Last Name	First Name	Middle Name
Troob	Douglas	Michael
Street Address 1	Street Address 2	
777 Westchester Avenue	Suite 203	
City	State/Province/Country	ZIP/Postal Code
White Plains	NEW YORK	10604
Relationship:	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary)

[Principal of the General Partners, Troob Capital Management LLC and Troob Capital Advisors LLC, of the Issuer.](#)

Last Name	First Name	Middle Name
Troob	Peter	Joseph
Street Address 1	Street Address 2	

777 Westchester Avenue
City
White Plains

Suite 203
State/Province/Country
NEW YORK

ZIP/Postal Code
10604

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Principal of the General Partners, Troob Capital Management LLC and Troob Capital Advisors LLC, of the Issuer.

Last Name	First Name	Middle Name
Finn	William	David
Street Address 1	Street Address 2	
777 Westchester Avenue	Suite 203	
City	State/Province/Country	ZIP/Postal Code
White Plains	NEW YORK	10604

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Chief Financial Officer of the General Partners, Troob Capital Management LLC and Troob Capital Advisors LLC, of the Issuer.

Last Name	First Name	Middle Name
Thompson	Carlton	
Street Address 1	Street Address 2	
777 Westchester Aveue	Suite 203	
City	State/Province/Country	ZIP/Postal Code
White Plains	NEW YORK	10604

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Chief Compliance Officer of the General Partners, Troob Capital Management LLC and Troob Capital Advisors LLC, of the Issuer.

4. Industry Group

- Agriculture
- Banking & Financial Services
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund
 - Hedge Fund
 - Private Equity Fund
 - Venture Capital Fund
 - Other Investment Fund
 - *Is the issuer registered as an investment company under the Investment Company Act of 1940?
 - Yes No
 - Other Banking & Financial Services
- Business Services
- Energy
 - Coal Mining
 - Electric Utilities
 - Energy Conservation
 - Environmental Services
 - Oil & Gas
 - Other Energy
- Health Care
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceuticals
 - Other Health Care
- Manufacturing
- Real Estate
 - Commercial
 - Construction
 - REITS & Finance
 - Residential
 - Other Real Estate
- Retailing
- Restaurants
- Technology
 - Computers
 - Telecommunications
 - Other Technology
- Travel
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel
- Other

5. Issuer Size

- | Revenue Range | Aggregate Net Asset Value Range |
|---|---|
| <input type="checkbox"/> No Revenues | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | <input type="checkbox"/> Over \$100,000,000 |
| <input type="checkbox"/> Decline to Disclose | <input checked="" type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii)) Rule 505
- Rule 504 (b)(1)(i) Rule 506
- Rule 504 (b)(1)(ii) Securities Act Section 4(6)
- Rule 504 (b)(1)(iii) Investment Company Act Section 3(c)
 - Section 3(c)(1) Section 3(c)(9)
 - Section 3(c)(2) Section 3(c)(10)
 - Section 3(c)(3) Section 3(c)(11)

- Section 3(c)(4) Section 3(c)(12)
 Section 3(c)(5) Section 3(c)(13)
 Section 3(c)(6) Section 3(c)(14)
 Section 3(c)(7)

7. Type of Filing

- New Notice Date of First Sale [2008-01-01](#) First Sale Yet to Occur
 Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|---|
| <input checked="" type="checkbox"/> Pooled Investment Fund Interests | <input checked="" type="checkbox"/> Equity |
| <input type="checkbox"/> Tenant-in-Common Securities | <input type="checkbox"/> Debt |
| <input type="checkbox"/> Mineral Property Securities | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ [50,000](#) USD

12. Sales Compensation

Recipient Hamilton Miller Investments LLC	Recipient CRD Number <input type="checkbox"/> None 41896	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None None	
Street Address 1 5350 South Roslyn Street	Street Address 2 Suite 350	
City Greenwood Village	State/Province/Country COLORADO	ZIP/Postal Code 80111
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

ARIZONA
CALIFORNIA
COLORADO
CONNECTICUT

DELAWARE
DISTRICT OF COLUMBIA
FLORIDA
GEORGIA
ILLINOIS
MARYLAND
NEW JERSEY
NEW YORK
OHIO
TEXAS
UTAH
WASHINGTON

Recipient

Lyster Watson Management, Inc./Lyster Watson Securities Inc.

(Associated) Broker or Dealer None

None

Street Address 1

888 Seventh Avenue

City

New York

State(s) of Solicitation All States

Recipient CRD Number None

30210

(Associated) Broker or Dealer CRD Number

None

Street Address 2

40th Floor

State/Province/Country

NEW YORK

Foreign/Non-US

None

ZIP/Postal Code

10019

ARIZONA
CALIFORNIA
COLORADO
CONNECTICUT
DISTRICT OF COLUMBIA
FLORIDA
ILLINOIS
INDIANA
MARYLAND
MASSACHUSETTS
MICHIGAN
MINNESOTA
NEW JERSEY
NEW YORK
NORTH CAROLINA
OHIO
PENNSYLVANIA
SOUTH DAKOTA
TENNESSEE
TEXAS

VERMONT
VIRGINIA
WASHINGTON

Recipient	Recipient CRD Number <input checked="" type="checkbox"/> None	
Lincoln Square Advisors	None	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Tangent Capital Partners	146999	
Street Address 1	Street Address 2	
521 5th Avenue	30th Floor	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10175
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

CALIFORNIA
COLORADO
CONNECTICUT
DISTRICT OF COLUMBIA
FLORIDA
ILLINOIS
LOUISIANA
MARYLAND
MASSACHUSETTS
NEVADA
NEW YORK
TEXAS
VIRGINIA

Recipient	Recipient CRD Number <input checked="" type="checkbox"/> None	
Probitas Partners, L.P.	None	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Probitas Funds Group, LLC	115876	
Street Address 1	Street Address 2	
1120 Avenue of the Americas	Suite 1802	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10036
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

CALIFORNIA
CONNECTICUT
FLORIDA
MISSISSIPPI
NEW YORK
NORTH CAROLINA
OHIO

PENNSYLVANIA
TEXAS
VERMONT

13. Offering and Sales Amounts

Total Offering Amount \$ USD or Indefinite
Total Amount Sold \$ 191,445,949 USD
Total Remaining to be Sold \$ USD or Indefinite

Clarification of Response (if Necessary)

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,
Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 0 USD Estimate

Finders' Fees \$ 0 USD Estimate

Clarification of Response (if Necessary)

Finders receive a percentage of management fees and incentive allocations received by the General Partners.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0 USD Estimate

Clarification of Response (if Necessary)

The General Partner is entitled to receive an annual management fee of up to 2% of the Issuer's net asset value allocable to the applicable series.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
TCM MPS SERIES FUND LP/Crossways Series, Partners Series, Lincoln Series & Counterweight I Series	/s/ Douglas M. Troob	Douglas M. Troob	Managing Member of General Partner	2013-03-19

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.